



Yerbae[®]

CALORIES
ZERO
& SUGAR

EXPERIENCE THE POWER OF GOOD ENERGY

CLEAN. SIMPLE. DELICIOUS



FOUNDED ON WELLNESS!

TSXV: YERB.U > OTC: YERB.F > All values in US\$ unless otherwise noted.

Disclaimer

Cautionary Note Regarding Forward-Looking Statement

This presentation contains forward-looking statements relating to Yerbae Brands Corp. (the “Company”) and is made for informational purposes only. Forward-looking statements are provided for the purposes of assisting the reader in understanding the Company and its business, operations, prospects, and risks at a point in time in the context of historical and possible future developments, and the reader is therefore cautioned that such information may not be complete or appropriate for other purposes.

Statements in this presentation that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future. Such forward-looking statements include, among other things, the following: the statements relating to the 2023-24 sports marketing strategy; the statements and information relating to the Company’s retail coverage in the U.S. in 2023, 2024, and 2025; and the statements relating to the use of proceeds, including the statement that use of proceeds seeks to set the stage for the Company’s continued expansion through product innovation, distribution growth and breakthrough marketing strategies;

Forward-looking statements are based on assumptions and are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking statements. The material assumptions supporting these forward-looking statements include, among others, that the Company will obtain necessary financing to fund the expected use of proceeds; the demand for the Company’s products will continue to significantly grow; that the past production capacity of the Company’s co-packing facilities can be maintained or increased; that there will be increased production capacity through implementation of new production facilities, new co-packers and new technology; that there will be an increase in number of products available for sale to retailers and consumers; that there will be an expansion in geographical areas by national retailers carrying the Company’s products; that the Company’s brokers and distributors will continue to sell and prioritize the Company’s products; that there will not be interruptions on production of the Company’s products; that there will not be a recall of products due to unintended contamination or other adverse events relating to the Company’s products; and that the Company will be able to obtain additional capital to meet the Company’s growing demand and satisfy the capital expenditure requirements needed to increase production and support sales activity.

Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, governmental regulations being implemented regarding the production and sale of energy drinks; the fact that consumers may not embrace and purchase any of the Company’s products; additional competitors selling energy drinks reducing the Company’s sales; the fact that the Company does not own or operate any of its production facilities and that co-packers may not renew current agreements and/or not satisfy increased production quotas; the potential for supply chain interruption due to factors beyond the Company’s control; the fact that there may be increases in costs and/or shortages of raw materials and/or ingredients and/or fuel and/or costs of co-packing; the fact that there may be a recall of products due to unintended contamination; the inherent uncertainties associated with operating as an early stage company; changes in customer demand and the fact that consumers may not embrace energy drink products as expected or at all; the extent to which the Company is successful in gaining new long-term relationships with new retailers and retaining existing relationships with retailers, brokers, and distributors; the Company’s ability to raise the additional funding that it will need to continue to pursue its business, planned capital expansion and sales activity; and competition in the industry in which the Company operates and market conditions.

These forward-looking statements are made as of the date of this presentation, and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as required by applicable law, including the securities laws of the United States and Canada. Although the Company believes that any beliefs, plans, expectations and intentions contained in this presentation are reasonable, there can be no assurance that any such beliefs, plans, expectations or intentions will prove to be accurate. Readers should consult all of the information set forth herein and should also refer to the risk factors disclosure outlined in greater detail under “Risk Factors” in the Company’s Annual Information Form dated September 25, 2023 available on SEDAR+ at www.sedarplus.ca.

The Company has not conducted any clinical studies regarding the health benefits of its products and accordingly makes no claims as to the health benefits of its products.

Yerbaé•

**Yerbaé Corporate Headquarters
Scottsdale AZ 85255**

ZERO CARBS
SUGAR
CALORIES

EXPERIENCE THE POWER OF GOOD ENERGY...

WHO ARE WE ?

Yerbaé creates clean, simple, and delicious plant-based energy beverages that are “better-for-you”. Our products promote a healthier lifestyle with our clean ingredients that harness the power of nature and foster a community of wellness with Zero compromise on taste or function.

POWERED BY: YERBA MATE & WHITE TEA



MARKET GROWTH

US Energy Drink Market
\$30B¹

Global Energy Drink Market
\$86B²

Global Functional Market
\$217B³

¹Source: based on IRI InfoScan® Reviews; CSPdailynews.com; US Census Bureau, Economic Census/Mintel

²According to Allied Market Research, the global energy market is expected to grow at a 7.2% CAGR from 2021 to 2026, ultimately surpassing \$86 billion.

³According to Fior Markets, the global functional beverage market is expected to grow at a 7.1% CAGR from 2021-2026, ultimately surpassing \$217 billion.

STRATEGIC INVESTORS & INFLUENCERS



KYLE SHANAHAN
San Francisco 49er's
Head Coach



BROCK PURDY,
San Francisco 49er's,
Quarterback



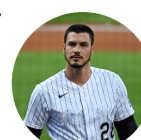
AARON RODGERS,
New York Jets,
Quarterback



LINCOLN RILEY
USC Trojans
Head Coach



GIANCARLO STANTON
New York Yankees,
Outfielder



NOLAN ARENADO
St. Louis Cardin
Third Baseman



KELLYN ACOSTA
American Professional Soccer Player
Major League Soccer Club Chicago Fire



YERBAÉ, PLANT-BASED ENERGY THAT PERFORMS WITHOUT COMPROMISE



ZERO CALORIES, ZERO ADDED SUGARS, & ZERO ARTIFICIAL SWEETENERS

GLUTEN-FREE, NON-GMO, KETO, PALEO, VEGAN, KOSHER



Todd Gibson
Co-Founder

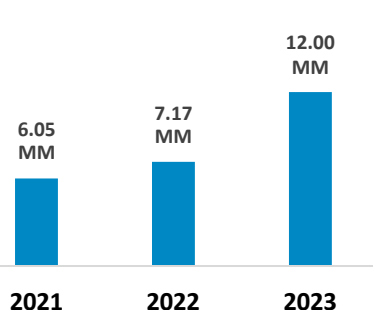
Built 3 successful beverage companies to over \$100 million each in sales. Sold the businesses to Coca-Cola and Pepsi. Led sales and marketing teams of 1,000+ people



Karrie Gibson
Co-Founder

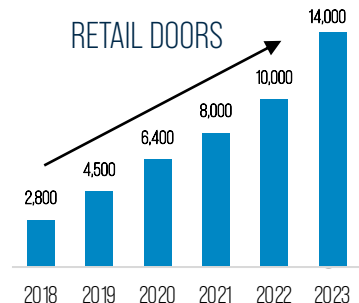
Successfully launched several companies from the ground up to successful exits. Grew previous company to the 3rd largest in the recycling industry in the U.S. with successful exit

YERBAÉ 2023 YOY FINANCIAL HIGHLIGHTS



2023 NET REVENUE
+69%

GROSS MARGIN
+50%

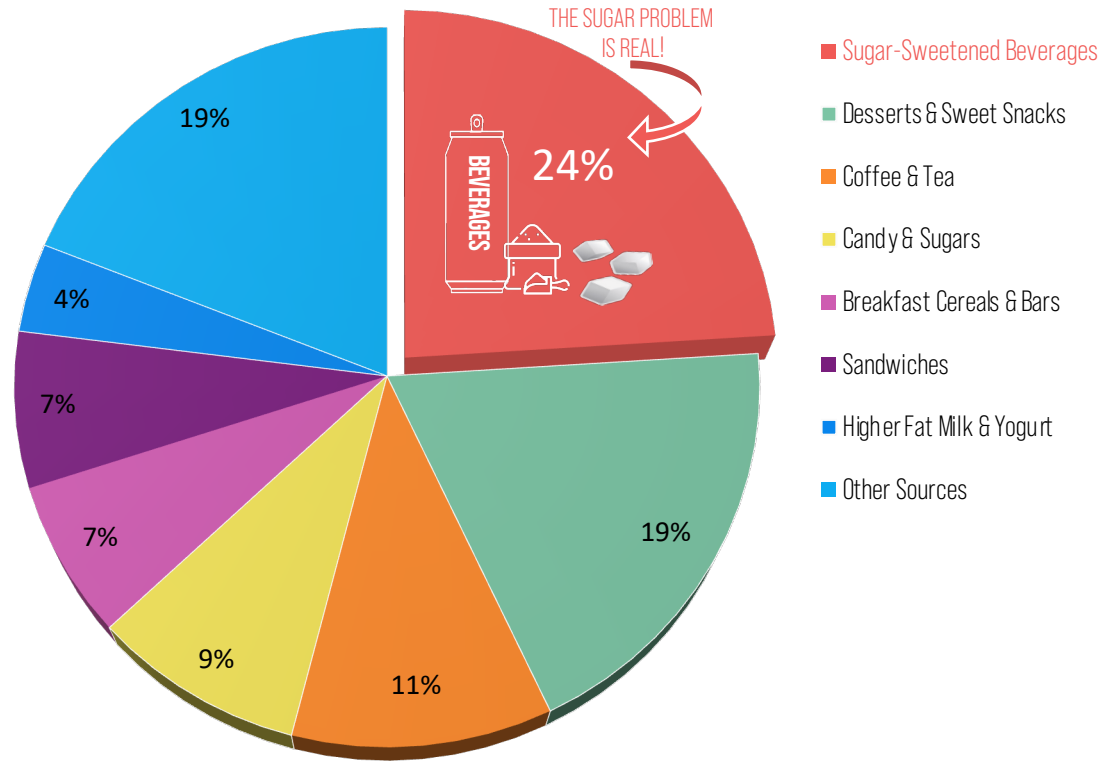


SUGAR-SWEETENED BEVERAGES HAVE BECOME THE #1 SOURCE OF ADDED SUGAR CONSUMPTION IN AMERICA & CONSUMERS ARE LOOKING FOR ZERO SUGAR IN THEIR BEVERAGES.



96 Million Americans are diabetic/pre-diabetic
(MORE THAN 1 IN 3!)

ONE 20-OUNCE CAN OF REGULAR SODA contains about 20 TEASPOONS of added sugars



SUGAR-SWEETENED DRINKS CONTRIBUTE TO OBESITY, DIABETES, AND OVERALL BODY INFLAMMATION.

ZERO





THE GOAL WAS SIMPLE

DESIGN AN ENERGY BEVERAGE WITH MINIMAL INGREDIENTS THAT DIDN'T COMPROMISE ON FUNCTION OR TASTE, BUT ALSO HAD A CLEAN INGREDIENT PANEL SO YOU COULD FEEL GREAT ABOUT WHAT YOU ARE DRINKING!

ONLY 8 INGREDIENTS

CARBONATED WATER, NATURAL FLAVORS, PROPRIETARY FUNCTIONAL BLEND (YERBA MATE, WHITE TEA, CAFFEINE), CITRIC ACID, STEVIA LEAF EXTRACT, SEA SALT



ANCHORED IN POSITIVITY

YERBAÉ® IS A BRAND THAT NOT ONLY ENERGIZES YOUR BODY AND MIND BUT INSPIRES YOU TO DO THE SAME FOR THE PEOPLE AROUND YOU. POSITIVITY, INCLUSIVENESS AND GENEROSITY ARE ALL CORE TO OUR BRAND VALUES.



...ROOTED IN FIVE KEY PILLARS & SELLING POINTS

ZERO CARBS
SUGAR
CALORIES

01



PLANT-BASED ENERGY WITH YERBA MATE & WHITE TEA

SUSTAINABLE FLOW OF ENERGY THAT IS NON JITTERY WITHOUT THE CRASH.

02



ZERO SUGAR

ZERO CALORIES OR CARBS

ZERO ARTIFICIAL SWEETENERS

YERBAÉ SWEETNESS COMES FROM ORGANIC STEVIA LEAF EXTRACT

03



GLUTEN-FREE, NON-GMO, KETO, PALEO, VEGAN, KOSHER, DIABETIC FRIENDLY

04



SUSTAINABILITY

ZERO SINGLE-USE PLASTIC BOTTLES

05



SIMPLE. CLEAN. DELICIOUS & PRICED RIGHT



PRODUCTS- PLANT-BASED ENERGY THAT PERFORMS WITHOUT COMPROMISE

PLANT-BASED ENERGY SELTZER WATER

100% COMMITTED TO ZERO

Nutrition Facts	
Serving Size	1 Can
Amount Per Serving	0
Calories	
	% Daily Value
Total Fat 0g	0%
Sodium 0mg	0%
Total Carbohydrate 0g	0%
Total Sugars 0g	
Includes 0g Added Sugars	0%
Protein 0g	

Not a significant source of saturated fat, trans fat, cholesterol, dietary fiber, vitamin D, calcium, iron and potassium.



YERBA MATE FEATURES

- ✓ ANTIOXIDANT RICH
- ✓ ENHANCES MENTAL FOCUS
- ✓ INCREASES METABOLISM
- ✓ BRAIN FUEL
- ✓ HEALTHY DIGESTION
- ✓ NON-JITTERY CAFFEINE
- ✓ 196 MINERALS & VITAMINS
- ✓ 100% COMMITTED TO ZERO

PLANT-BASED ENERGY

100% COMMITTED TO ZERO

Nutrition Facts	
Serving Size	1 Can
Amount Per Serving	0
Calories	
	% Daily Value
Total Fat 0g	0%
Sodium 10mg	0%
Total Carbohydrate 0g	0%
Total Sugars 0g	
Includes 0g Added Sugars	0%
Protein 0g	

Not a significant source of saturated fat, trans fat, cholesterol, dietary fiber, vitamin D, calcium, iron and potassium.



YERBAE'S INGREDIENT LINE IS THE CLEANEST VS. COMPETITORS

Yerbae™

16oz

Carbonated Water, Natural Flavors, Proprietary functional blend (Yerba Mate, White Tea, Caffeine), Citric Acid, Stevia Leaf Extract, Sea Salt

12oz

Carbonated Water, Natural Flavors, Proprietary functional blend (Yerba Mate, White Tea, Guarana seed Extract, Caffeine), Citric Acid



Carbonated Water, Citric Acid, Fruit and Vegetable Juice, **Sucralose**, Natural Flavor

*Also contains Asorbic Acid, **Riboflavin**, **Niacinamide**, **Pyridoxine Hydrochloride**, **Cyanocobalamin**, **Biotin**, **Pantothenic Acid**, Calcium carbonate, **Chromium**, Taurine, Guarana Extract, **Caffeine Anhydrous**, **Glucoronactone**, Ginger Extract



Carbonated Water, Citric Acid, Natural Flavors, **Sodium Citrate**, Amino Acids (**L-Leucine**, **L-Valine**, **L-Isoleucine**, **L-Glutamine**, **L-Arginine**, **L-Citrulline**), **Potassium Citrate**, Vitamins (Ascorbic Acid, **Niacinamide**, **Calcium Pantothenate**, **Pyridoxine Hydrochloride**, **Thiamin Hydrochloride**, **Riboflavin**, **Folic Acid**, **Cholecalciferol**, **Cyanocobalamin**), Natural Caffeine, **Magnesium Lactate**, **Sucralose**, Green Tea Extract, Acerola Juice Powder, **Acesulfame Potassium**, **Choline Bitartrate**, **Beta-Carotene Color**, Camu Camu Extract, Turmeric Extract

GUAYAKI

Purified Water, Organic Brewed Yerba Mate, Organic Brewed Elder Flower, Organic **Cane Sugar**, Organic Yerba Mate Extract, Organic Ginger Juice, Citric Acid, Organic Lemon **Juice Concentrate**, Organic Lemon Flavor



Carbonated Water, Citric Acid **Anhydrous**, Natural Flavors, **Caffeine Anhydrous**, **Sodium Benzoate**, **Potassium Citrate Monohydrate**, **Sucralose**, **L-Leucine**, **Potassium Phosphate Dibasic**, Ascorbic Acid, Calcium Chloride, **Acesulfame Potassium**, **Potassium Sorbate**, Calcium Disodium EDTA, **Magnesium Chloride**, Super Creatine™ (Creatyl-**L-Leucine** [Creatine bonded to **L-Leucine**]), **L-Isoleucine**, **L-Valine**, **Niacinamide**, **CoQ10** (Coenzyme Q10), **Pyridoxine Hydrochloride**, **Methylcobalamin**



Red Bull

Carbonated Water, **Sucrose**, **Glucose**, Citric Acid, Taurine, **Sodium Bicarbonate**, **Magnesium Carbonate**, **Caffeine**, **Niacinamide**, **Calcium Pantothenate**, **Pyridoxine HCl**, **Vitamin B12**, Natural & **Artificial Flavors**, Colors.



Carbonated Filtered Water, Citric Acid, Sodium Citrate, Natural Caffeine (Green Coffee Beans), **Potassium Phosphate (Electrolyte)**, **L-Leucine**, **Magnesium Chloride (Electrolyte)**, **L-Valine**, **L-Isoleucine**, **L-Lysine**, **L-Histidine**, Sea Salt (Ocean Mineral Electrolyte), **Sucralose**, **L-Phenylalanine**, **Acesulfame**, **Potassium**, **L-Threonine**, **L-Tryptophan**, **L-Methionine**, Natural Flavor, **Niacinamide (Vit B3)**, **Potassium Chloride (Electrolyte)**, **Ginseng Root Extract**, **Pyridoxine Hydrochloride (Vit B6)**, **Coenzyme Q-10**, **Coffee Fruit Extract**, **Guarana Seed Extract**, **Folic Acid (Vit B9)**, **Yerba Mate Extract**, **Cyanocobalamin (Vit B12)**



Carbonated Water, **Sugar**, **Glucose**, Citric Acid, Natural Flavors, Taurine, **Sodium Citrate**, **Color Added**, **Panax Ginseng Extract**, **L-Carnitine L-Tartrate**, **Caffeine**, **Sorbic Acid**, **Benzoic Acid**, **Niacinamide**, **Sucralose**, **Salt**, **D-Glucuronolactone**, **Inositol**, **Guarana Extract**, **Pyridoxine Hydrochloride**, **Riboflavin**, **Maltodextrin**, **Cyanocobalamin**

02

STRONG TRACK RECORD

of industry knowledge and growth

Yerbaé®

MANAGEMENT AND BOARD OVERVIEW

Management Team



Karrie Gibson
Co-Founder

Successfully launched several companies from the ground up to successful exits. Grew previous company to the 3rd largest in the recycling industry in the U.S.



Todd Gibson
Co-Founder

Built 3 successful beverage companies to over \$100 million each in sales. Sold the businesses to Coca-Cola and Pepsi. Led sales and marketing teams of 1,000+ people

Board of Directors



Maruf Raza
Director

- Partner, Senior Vice President Assurance & National Leader Public Companies- MNP



Andy Dratt
Director

- CCO at Imbibe Flavour
- 25+ years developing CPG flavors



Rose Zanic
Director

- President of RCF Advisors



Annie Thorisdottir
Investor & Advisor

- Owner of CrossFit Reykjavik

Previous Experience



Previous Experience



NFL, MLB, MLS PLAYERS AND COACHES INVEST IN YERBAÉ



KYLE SHANAHAN

San Francisco 49er's
Head Coach



BROCK PURDY,

San Francisco 49er's,
Quarterback



AARON RODGERS,

New York Jets,
Quarterback



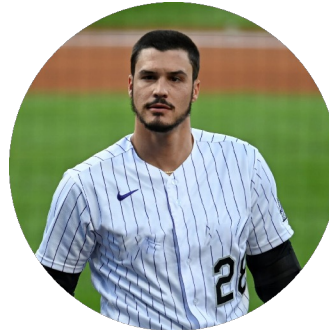
LINCOLN RILEY

USC Trojans
Head Coach



GIANCARLO STANTON

New York Yankees,
Outfielder



NOLAN ARENADO,

St. Louis Cardinals,
Third Basemen



KELLYN ACOSTA

American Professional Soccer Player
Major League Soccer Club Chicago Fire

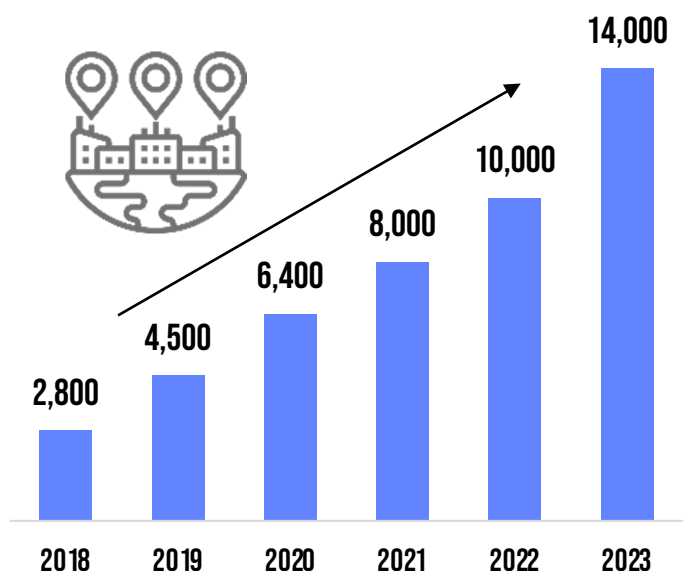
Brandon Staley, **Ex-LA Chargers**, Head Coach
Ben Johnson, **Detroit Lions**, Offensive Coordinator
Ejiro Evero, **Carolina Panthers**, Defensive Coordinator
John Schneider, **Seattle Seahawks**, General Manger

Anthony Weaver, **Baltimore Ravens**, Assistant Coach
Tom Pelissero, **NFL Network**
Patrick Graham, **Las Vegas Raiders**, Defensive Coordinator
Nathaniel Hackett, **New York Jets**, Offensive Coordinator

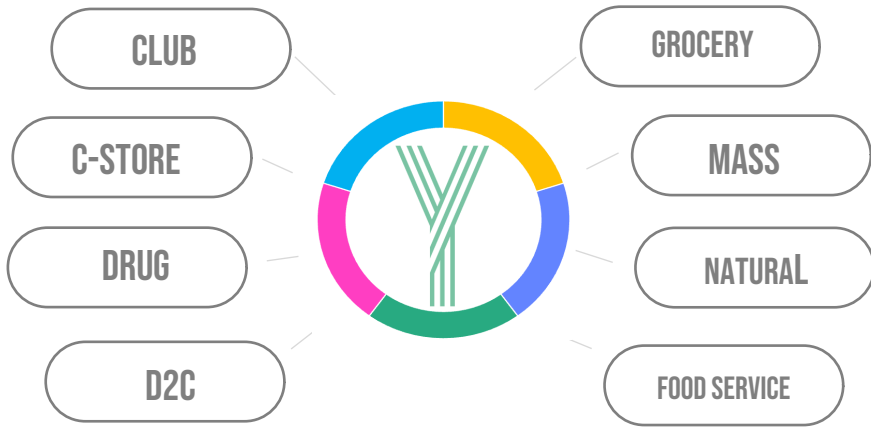


DISTRIBUTION & RETAIL

1 RETAIL LOCATIONS



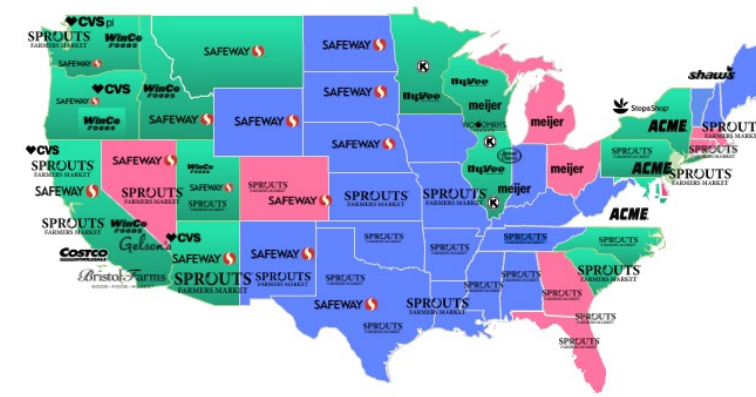
2 YERBAÉ OMNI-CHANNEL ROUTE TO MARKET



Distribution Partners

Retailers

3 US RETAIL FOOTPRINT



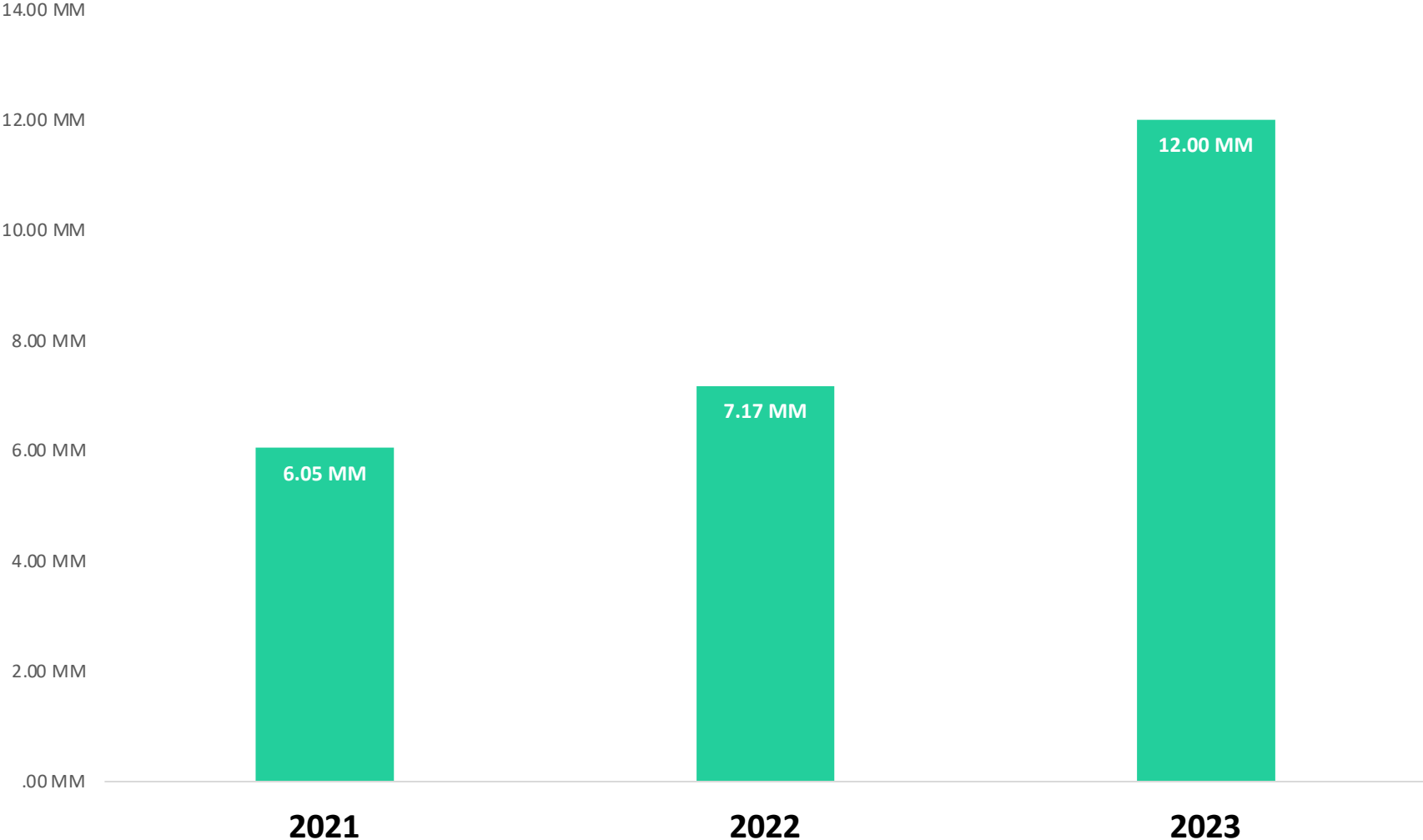
IN-STORE PRODUCT PLACEMENT



03

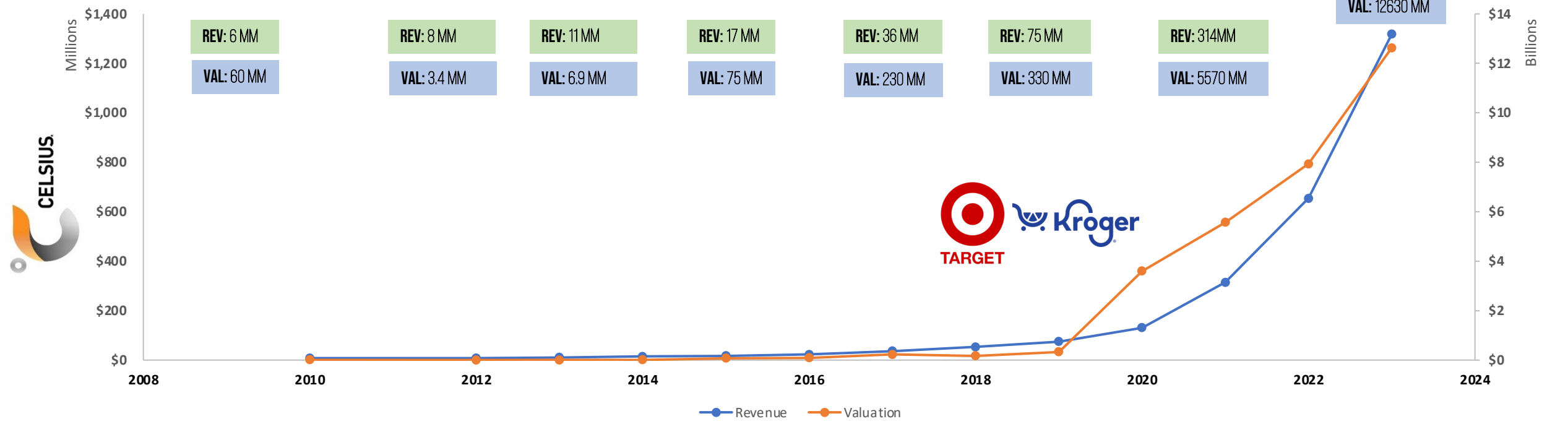
MARKET SIZE & COMPANY GROWTH & OVERVIEW

YEARLY NET REVENUE



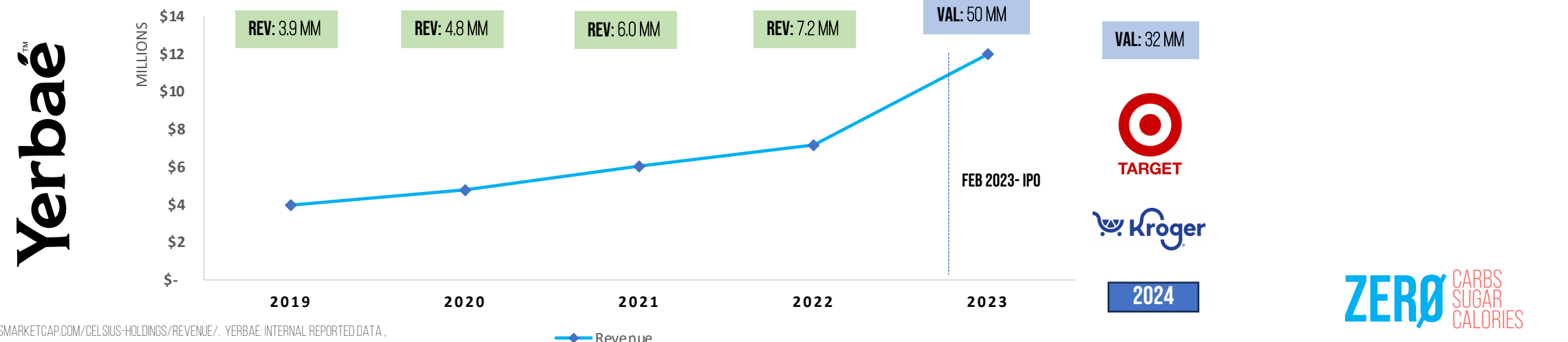
FOUNDED IN 2004

CELSIUS REVENUE & VALUATION OVER TIME



FOUNDED IN 2017

YERBAÉ REVENUE & VALUATION OVER TIME



SOURCE: CELSIUS: [HTTPS://COMPANIESMARKETCAP.COM/CELSIUS-HOLDINGS/REVENUE/](https://companiesmarketcap.com/celsius-holdings/revenue/); YERBAE: INTERNAL REPORTED DATA.



04

**MARKETING & CONNECTING
WITH CONSUMERS**

Yerbaé[®]

2023-24 SPORTS MARKETING STRATEGY



COACH PARTNERSHIPS



SORORITY PARTNERSHIPS



EXPERIENTIAL MARKETING



UNIVERSITY STORE PLACEMENTS



SOCIAL & DIGITAL



NIL ATHLETE PARTNERSHIPS



COACH PARTNERSHIPS



SORORITY PARTNERSHIPS



NIL ATHLETE PARTNERSHIPS

UNIVERSITY STUDENT STORES

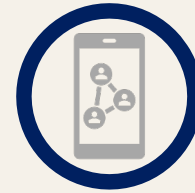
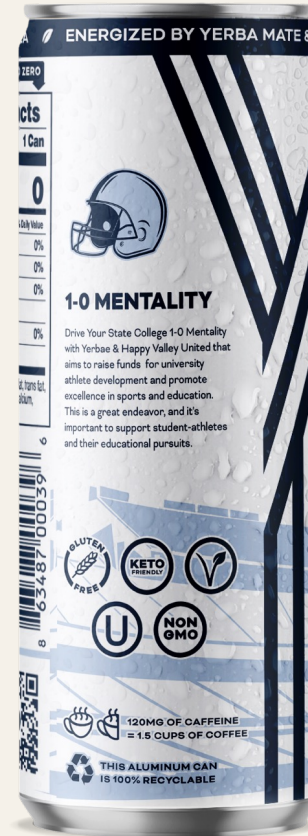


Exclusive Branded Product- Penn State

WHO ARE WE TARGETING

Focusing on 3 main buckets that fit our target market

- 500K individuals within 50mi radius of Penn State
 - Have affinity for the school
 - Health and wellness focused
- Have affinity for PSU nationally
 - Health and wellness focused
- Any individuals tied to these groups



HOW ARE WE TARGETING

Pushing across digital, email CRM, and media

- Targeted ad placement across various social channels based on 3 main target groups
- Curated email promotions utilizing multiple CRM databases related to Penn State and Happy Valley United program
- Scheduled cadence of press releases and news coverage across local and national outlets

Yerbae®

#SORORITIES

Yerbae x ΔΓ

@drinkyerbae

#goodvibesonly, #sororities,
#radiate positivity, #sisterhoodenergy
#plantpower #empoweredsister















05

SALES & CATEGORY UPDATE

Yerbaé®




YERBAÉ VS COMPETITION NATIONAL SCAN DATA

TOTAL US MULTI- OUTLET, EXCLUDING COSTCO, CONVENIENCE, NATURAL & E-COMMERCE SCANS- L52 WEEKS

	Brand	Dollars	Dollars, % Chg, Yago	Dollars SPP, % Chg, Yago
	YERBAE	\$2,165,200	41.8%	26.7%
	CELSIUS	\$847,881,119	104.4%	95.7%
	MONSTER ENERGY	\$2,036,580,387	6.9%	6.9%
	ADRENALINE SHOC	\$12,734,402	-8.6%	-7.2%
	CLEAN CAUSE	\$3,871,290	-15.9%	-19.0%
	STEAZ	\$4,125,514	-17.4%	35.6%
	SAMBAZON	\$678,268	-19.8%	-0.4%
	ZOA	\$16,281,731	-33.0%	-21.8%
	YACHAK	\$1,388,827	-33.1%	23.9%
	PHOCUS	\$615,365	-49.6%	49.4%
	GURU	\$509,609	-54.9%	18.8%
	GORGIE	\$182,691		



YERBAÉ IS CURRENTLY THE FASTEST GROWING BRAND WITHIN SPROUTS FARMERS MARKET NATIONALLY, OUTPACING BRANDS LIKE ZOA, GURU & STEAZ IN DOLLARS, UNITS & VELOCITY

Brand		Dollars % Chg, Yago	Avg % ACV	Avg % ACV +/- Chg, Yago	Average Weekly Units Per Store Selling Per Item	Average Weekly Units Per Store Selling Per Item % Chg, Yago
Yerbaé	YERBAE	62.6	99.1	2.5	6	27.9
	CELSIUS	9.7	100	0	11	-34.3
GUAYAKÍ	GUAYAKI YERBA MATE	9.9	100	0.2	10	-26.8
zevia	ZEVIA	-32.3	99.8	-0.2	5	-54.9
	STEAZ	-31.4	98.3	-1.6	3	-3.6
	SAMBAZON	-37.3	92	-6.2	3	-46.9
GORGIE	GORGIE		96	96	3	
GURU	GURU	-1.4	82.3	1.5	4	20.7
ZOA	ZOA	-7.3	86.5	-1.6	2	28.6



Disclaimer

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General

This Presentation may be considered an "offering memorandum" within the meaning of applicable securities laws in certain jurisdictions. Securities legislations in certain of the provinces in Canada provide certain purchasers with, in addition to any other rights they may have at law, a right of action for damages or rescission against the Company, where an "offering memorandum" and any amendments thereto contain a misrepresentation. These remedies must be exercised by the purchaser within the time limits prescribed by applicable securities legislation. The following is a summary of the right of action for damages or rescission available to purchasers of the offered securities under applicable securities legislation and is subject to the express provisions of applicable securities legislation in each of the provinces identified below and the regulations, rules and policy statements thereunder. Each purchaser should refer to the provisions of applicable securities legislation for the particulars of these rights or consult with a legal adviser.

Statutory Rights of Action for Purchasers Resident in Alberta

This Presentation could be designated as an offering memorandum under Alberta laws. In the event that this Presentation is an offering memorandum, you will have certain rights provided to you by the *Securities Act (Alberta)* (the "Alberta Act") in the event of a misrepresentation. Where an offering memorandum contains a misrepresentation, the Alberta Act provides that a purchaser who purchases a security offered by the offering memorandum has, without regard to whether the purchaser relied on the misrepresentation, the following rights of action:

1. for damages against: (i) the issuer; (ii) every director of the issuer at the date of the offering memorandum; (iii) every person or company who signed the offering memorandum; and
2. for rescission against the issuer.

If a misrepresentation is contained in a record incorporated by reference in, or deemed incorporated into, an offering memorandum, the misrepresentation is deemed to be contained in the offering memorandum. Such rights of rescission and damages are subject to certain limitations and defences available to the issuer or other parties sued as more particularly set forth in the Alberta Act. *Time Limitations – If a purchaser intends to rely on the rights described above, the purchaser must do so within strict time limitations. The purchaser must commence the action for rescission within 180 days after the date of the transaction that gave rise to the cause of action. The purchaser must commence the action for damages within the earlier of: (i) 180 days after the date that the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) or three years after the date of the transaction that gave rise to the cause of action. The amount recoverable under the Securities Act (Alberta) may not exceed the price at which the securities were offered under the offering memorandum.*

Statutory Rights of Action for Purchasers Resident in Saskatchewan

This Presentation could constitute an offering memorandum under Saskatchewan laws. In the event that this Presentation is an offering memorandum, you will have certain rights provided to you by *The Securities Act (Saskatchewan)* (the "Saskatchewan Act") in the event of a misrepresentation. Where an offering memorandum, together with any amendment to it (in this part, collectively being referred to as an "offering memorandum"), sent or delivered to a purchaser contains a misrepresentation, a purchaser who purchases a security covered by the offering memorandum has, without regard to whether the purchaser relied on the misrepresentation, the following rights of action:

1. rescission against the issuer or a selling security holder on whose behalf the distribution is made; or
2. damages against: (i) the issuer or a selling security holder on whose behalf the distribution is made; (ii) every promoter and director of the issuer or the selling security holder, as the case may be, at the time the offering memorandum or any amendment to it was sent or delivered; (iii) every person or company whose consent has been filed respecting the offering, but only with respect to reports, opinions or statements that have been made by them; (iv) every person who or company that, in addition to the persons or companies mentioned in (i) to (iii) above, signed the offering memorandum or the amendment to the offering memorandum; and (v) every person who or company that sells securities on behalf of the issuer or selling security holder under the offering memorandum or amendment to the offering memorandum.

In addition, if there is a misrepresentation (as defined in the Saskatchewan Act) in any "advertising" or "sales literature" (as those terms are defined in the Saskatchewan Act) distributed in connection with a private placement offering and the purchaser is a resident of Saskatchewan, the purchaser has a statutory right to sue:

1. the issuer or a selling security holder of whose behalf the distribution is made;
2. every promoter or director of the issuer or selling security holder, as the case may be, at the time the advertising or sales literature was disseminated; and
3. every person who or company that, at the time the advertising or sales literature was disseminated, sells securities on behalf of the issuer or selling security holder in the offering with respect to which the advertising or sales literature was disseminated.

Furthermore, if there is a misrepresentation in any verbal statement made to a purchaser relating to the securities purchased and the verbal statement was made either before or contemporaneously with the purchase of the securities, the purchaser has a statutory right to sue the individual who made the verbal statement. Such rights of rescission and damages are subject to certain limitations and defences available to the issuer or other parties sued as more particularly set forth in the Saskatchewan Act. *Time Limitations – If a purchaser intends to rely on the rights described above, the purchaser must do so within strict time limitations. The purchaser must commence the action for rescission within 180 days after the date of the transaction that gave rise to the cause of action. The purchaser must commence the action for damages within the earlier of: (i) one year after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) or six years after the date of the transaction that gave rise to the cause of action.*

Disclaimer

Statutory Rights of Action for Purchasers Resident in Manitoba

This Presentation could constitute an offering memorandum under Manitoba laws. In the event that this Presentation is an offering memorandum, you will have certain rights provided to you by *The Securities Act (Manitoba)* (the “Manitoba Act”) in the event of a misrepresentation. When an offering memorandum contains a misrepresentation, a purchaser who purchases a security offered by the offering memorandum is deemed to have relied on the representation if it was a misrepresentation at the time of purchase and the purchase has:

1. a right of action for damages against: (i) the issuer; (ii) every director of the issuer at the date of the offering memorandum; and (iii) every person or company who signed the offering memorandum; and
2. a right of rescission against the issuer.

If the purchaser chooses to exercise a right of rescission against the issuer, the purchaser has no right of action for damages against a person or company referred to above. Such rights of rescission and damages are subject to certain limitations and defences available to the issuer and other parties sued as more particularly described in the Manitoba Act. *The Securities Act (Manitoba) also provides defences in addition to those summarized here. The amount recoverable cannot exceed the price at which the securities were offered under the offering memorandum. Additionally, in an action for damages, any defendant is not liable for all or any part of the damages that the defendant proves do not represent the depreciation in value of the security as a result of the misrepresentation. Time Limitations – If a purchaser intends to rely on the rights described above, the purchaser must do so within strict time limitations. The purchaser must commence the action for rescission within 180 days after the date of the transaction that gave rise to the cause of action. The purchaser must commence the action for damages within the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) or two years after the date of the transaction that gave rise to the cause of action.*

Statutory Rights of Action for Purchasers Resident in Ontario

This Presentation could constitute an offering memorandum under Ontario laws. In the event that this Presentation is an offering memorandum, you will have certain rights provided to you by the *Securities Act (Ontario)* (the “Ontario Act”) in the event of a misrepresentation. Where an offering memorandum contains a misrepresentation, a purchaser who purchases a security offered by the offering memorandum has, whether or not the purchaser relied on the misrepresentation, the following rights:

1. right of action for damages against the issuer and a selling security holder on whose behalf the distribution is made; or
2. if the purchaser purchased the security from a person or company referred to above, the purchaser may elect to exercise a right of rescission against the person or company. If the purchaser exercises this right of recession, the purchaser ceases to have a right of action for damages against the person or company.

Such rights of rescission and damages are subject to certain limitations and defences available to the issuer or other parties sued as more particularly set forth in the Ontario Act. *Time Limitations – If a purchaser intends to rely on the rights described above, the purchaser must do so within strict time limitations. The purchaser must commence the action for rescission within 180 days after the date of the transaction that gave rise to the cause of action. The purchaser must commence the action for damages within the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) or three years after the date of the transaction that gave rise to the cause of action.*

PURCHASERS MAY HAVE RIGHTS IN ADDITION TO THOSE DESCRIBED HEREIN. FOR FURTHER INFORMATION ABOUT SUCH RIGHTS, PURCHASERS SHOULD CONSULT A LAWYER.

THANK YOU.



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Yerbaé Corporate Headquarters
Scottsdale AZ 85255